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Proposed Attorneys for Debtors and Debtors in
Possession, SCOOBEEZ, SCOOBEEZ GLOBAL,
INC., and SCOOBUR, LLC

UNITED STATES BANKRUPTCY COURT

CENTRAL DISTRICT OF CALIFORNIA

LOS ANGELES DIVISION

IN RE:

SCOOBEEZ, ET AL.

DEBTORS AND DEBTORS IN POSSESSION.

AFFECTS:

- ☒ ALL DEBTORS
- ☐ SCOOBEEZ, ONLY
- ☐ SCOOBEEZ GLOBAL, INC., ONLY
- ☐ SCOOBUR LLC, ONLY

Case No. 2:19-bk-14989-WB
Jointly Administered:
2:19-bk-14991-WB; 2:19-bk-14997-WB

CHAPTER 11

**SUPPLEMENTAL DECLARATION OF
BRIAN WEISS IN SUPPORT OF THE
DEBTORS' APPLICATION FOR AN ORDER
AUTHORIZING AND APPROVING (I)
APPOINTING BRIAN WEISS AS CHIEF
RESTRUCTURING OFFICER OF THE
DEBTORS *NUNC PRO TUNC* TO MAY 16,
2019**

JUDGE: HON. JULIA BRAND

1 I, Brian Weiss hereby declare that the following is true to the best of my knowledge,
2 information, and belief:

3 1. I am a partner and co-founder at Force Ten Partners, LLC, which has its principal place
4 office at 20341 SW Birch Street, Newport Beach, CA 92660. I am authorized to make this supplemental
5 declaration (this “Supplemental Declaration”) on behalf of myself and Force Ten Partners, LLC (“Force
6 10”). I make this Supplemental Declaration (i) in further support of the application (the “Application”)¹
7 filed by Scoobeez, Scoobeez Global, Inc., and Scoobur, LLC (collectively the “Debtors”) for entry of an
8 order, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, authorizing the Employment and
9 Retention of Brian Weiss as Chief Restructuring Officer of the Debtors *Nunc Pro Tunc* to May 16, 2019
10 and (ii) to address certain concerns raised in (a) the Objection to Application for an Order Authorizing
11 and Approving Appointment of Brian Weiss as Chief Restructuring Officer of the Debtors *Nunc Pro*
12 *Tunc* to May 16, 2019 (the “UST Opposition”) filed by the United States Trustee (the “UST”) and (b)
13 the Opposition to Debtors’ Application for an Order Authorizing and Approving (I) Appointing Brian
14 Weiss as Chief Restructuring Officer of the Debtors *Nunc Pro Tunc* to May 16, 2019 (the “Committee
15 Opposition” and collectively with the UST Opposition, the “Oppositions”) filed by the Official
16 Committee of Unsecured Creditors (the “Committee”). All facts in this Declaration are based on my
17 personal knowledge, information gathered from my review of relevant documents, and information
18 supplied to me by the Debtors or their professionals.

19 **Supplemental Declaration**

20 2. Duplication of Efforts. In their Oppositions, both the UST and the Committee express
21 concerns that my efforts as CRO may duplicate efforts of the Debtors’ current management and/or
22 Conway MacKenzie, Inc. (“Conway”). See UST Opposition, at pp. 8-9; Committee Opposition, at pp. 3,
23 5 n.3. I can assure the Court and the parties that I will avoid duplication of efforts with the Debtors’
24 current management and Conway. In particular, I will only perform the services set forth in the
25 Application. Further, I will not engage in any of the services being provided by Conway, including
26 financial projections or cash flow forecasting, although, as part of my duties, I will need to review and
27 _____

28 ¹ Capitalized terms not defined herein have the terms ascribed to them in the Application.

1 analyze such projections and forecasting in order to be in a position to discuss them with the Debtors’
2 stakeholders, including Hillair Capital Management and the Committee. I will also not be intimately
3 involved in the Debtors’ operations, including the accounting, information technology or human
4 resources functions, which will continue to be handled by the Debtors’ current management, although I
5 will be involved in the Debtors’ operations to the extent necessary to perform the duties set forth in the
6 Application. Nevertheless, except as set forth above, I will have broad authority over the Debtors’
7 business and will report directly to the newly formed, independent board of directors.

8 3. Compensation. The United States Trustee argues that I should provide “at least on a
9 quarterly basis, [my] compensation requests to parties in interest subject to a 14 day negative notice
10 period to object.” See UST Opposition, at pp. 10-11. Furthermore, the Committee sets forth certain
11 concerns with respect to my fees and expenses. See Committee Opposition, at pp. 3, 4. I am willing to
12 provide the compensation requests suggested by the UST. In addition, parties, including the Committee,
13 will have an opportunity to object to my fees, including on the basis that of any inadvertent duplication
14 of efforts with either Conway or the Debtors’ current management. Finally, the Debtors will be
15 submitting to the Court an updated budget that includes my fees and expenses.

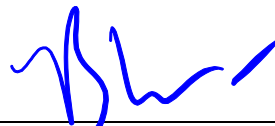
16 4. Corporate Governance. In the UST Opposition, the UST expresses concerns that I will
17 be reporting to the Board of Directors of Scoobeez and that the only member of that Board is Mr.
18 Ohanessian, see UST Opposition, at p. 5, and further that my reporting to or liaising with the interim co-
19 CEO’s of the Debtors, Mr. Voskanian and Mr. Sheikh, is not appropriate, see UST Opposition, at p. 8.
20 First, I understand that the Debtors are in the process of implementing boards that are completely
21 independent. Second, Messrs. Voskanian and Sheikh will report to me.

22 5. Further Disclosure. In the UST Opposition, the UST requests “disclosure of any other
23 work performed by either Force 10 or Mr. Weiss, prior to May 16, 2019 on behalf of any of the
24 Debtors”. See UST Opposition, at p. 10. Neither Force 10 nor I performed any work on behalf of the
25 Debtors prior to May 16, 2019.

26 6. The J. Alix Protocols. I will comply with what have become known as the “J. Alix
27 Protocols”.
28

1 I declare under penalty of perjury under the laws of the United States of America that the
2 foregoing is true and correct to the best of my knowledge, information and belief.

3 Executed this 28th day of May, 2019

4
5 

6 BRIAN WEISS
7 Partner

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
Foley & Lardner LLP, 555 South Flower Street, Suite 3300, Los Angeles, CA 90072-2411

A true and correct copy of the foregoing document entitled (*specify*): **SUPPLEMENTAL DECLARATION OF BRIAN WEISS IN SUPPORT OF THE DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING AND APPROVING (I) APPOINTING BRIAN WEISS AS CHIEF RESTRUCTURING OFFICER OF THE DEBTORS NUNC PRO TUNC TO MAY 16, 2019** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) 05/28/2019, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:
John-Patrick M Fritz jpf@lnbyb.com, JPF.LNBYB@ecf.inforuptcy.com
Alvin Mar alvin.mar@usdoj.gov
Ashley M McDow amcdow@foley.com,
sgaeta@foley.com;mhebbeln@foley.com;swilson@foley.com;jsimon@foley.com
Rejoy Nalkara rejoy.nalkara@americaninfosource.com
Anthony J Napolitano anapolitano@buchalter.com, IFS_filing@buchalter.com;salarcon@buchalter.com
David L. Neale dln@lnbyb.com
Gregory M Salvato gsalvato@salvatolawoffices.com,
calendar@salvatolawoffices.com;jboufadel@salvatolawoffices.com;gsalvato@ecf.inforuptcy.com
Steven M Spector sspector@buchalter.com, IFS_efiling@buchalter.com;salarcon@buchalter.com
United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov

☐ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) 05/28/2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Honorable Julia W. Brand
United States Bankruptcy Court
Central District of California
Edward R. Roybal Federal Building and Courthouse
255 E. Temple Street, Suite 1382
Los Angeles, CA 90012

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) _____, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

05/28/2019

Sonia Gaeta

/s/ Sonia Gaeta

Date

Printed Name

Signature